HC2 Holdings, Inc. Form 4 May 23, 2014

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **FALCONE PHILIP** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

HC2 Holdings, Inc. [HCHC] 3. Date of Earliest Transaction

(Check all applicable)

C/O HC2 HOLDINGS, INC., 460 HERNDON PARKWAY, SUITE 150

(Street)

(State)

(Month/Day/Year) 05/21/2014

X\_ Director X\_\_ 10% Owner X\_ Officer (give title Other (specify below) below) **CEO** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

HERNDON, VA 20170

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Derivative Conversion

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

Title and Amount of **Underlying Securities** 

#### Edgar Filing: HC2 Holdings, Inc. - Form 4

| Security (Instr. 3)                 | or Exercise Price of Derivative Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8 | 3) | Securities<br>Acquired (A)<br>Disposed of (<br>(Instr. 3, 4, an | D)  | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                            |
|-------------------------------------|--|------------|-------------------------|-------------------|----|---|-----|---------------------|--------------------|------------------|----------------------------|
|                                     |  |            |                         | Code '            | V  | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>Number<br>Shares |
| Stock<br>Opion<br>(right to<br>buy) | \$ 4.56                                  | 05/21/2014 |                         | A                 |    | 1,568,864<br>(1)  |     | (2)                 | 05/20/2024         | Common<br>Stock  | 1,568,3<br>(1)             |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |
| FALCONE PHILIP                 |               |           |         |       |  |  |
| C/O HC2 HOLDINGS, INC.         | X             | X         | CEO     |       |  |  |
| 460 HERNDON PARKWAY, SUITE 150 | Λ             | Λ         | CEO     |       |  |  |
| HERNDON, VA 20170              |               |           |         |       |  |  |

# **Signatures**

Philip A.
Falcone

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects shares underlying an option (the "Option") to purchase shares of the common stock of HC2 Holdings, Inc. (the "Company") pursuant to an option agreement, dated as of May 21, 2014 (the "Option Agreement"), between the Company and Philip Falcone.
- The Option vests in three equal annual installments beginning on May 21, 2014, subject to Mr. Falcone's continued employment with the (2) Company on each vesting date, and will become immediately exercisable in the event of a Fundamental Change Transaction (as defined in the Option Agreement).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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